

CLARK HILL PLC  
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Hearing Date: 06/21/11 at 10:00 a.m. (ET)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:	)	
DELPHI CORPORATION, <i>et al.</i> ,	)	Chapter 11
Debtors.	)	Case No. 05-44481
	/	(Jointly Administered)
		Honorable Robert D. Drain
DELPHI CORPORATION, <i>et al.</i> ,		Adv. Pro. No. 07-02211

Plaintiffs,

-against-

DOSHI PRETTL INTERNATIONAL and  
DOSHI PRETTL INT.,

Defendants.

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**DEFENDANT'S JOINDER IN SUR-REPLY OF JOHNSON CONTROLS, JOHNSON  
CONTROLS BATTERY GROUP, AND JOHNSON CONTROLS, INC. IN FURTHER  
OPPOSITION TO PLAINTIFF'S MOTION FOR LEAVE TO  
FILE A FIRST AMENDED COMPLAINT**

Doshi Prettl International, n/k/a Detroit Products International, LLC (“DPI” or “**DefendantAdversary Proceeding**”), concurs with and joins the *Sur-Reply of Johnson Controls, Johnson Controls Battery Group, and Johnson Controls, Inc. in Further Opposition to Plaintiff's Motion for Leave*

*to File a First Amended Complaint* [Docket No. 21312] (the “Sur-Reply”) and in further support states as follows:

**The Failure to Meaningfully Identify Antecedent Debt**

1. Plaintiffs’ Omnibus Reply<sup>1</sup> failed to address any of the specific arguments raised by Defendant with respect to antecedent debt, and instead generically asserts that generally alleging the existence of Agreements with the Defendant and the previous shipment of goods under those agreements, coupled with reference to “specific invoice, bill of lading, or purchase order number associated with defendant” is sufficient to establish antecedent debt. These generic allegations ignore the Court’s directive to plead antecedent debt specifically. Additionally, the Debtors’ internal document numbers referenced in Exhibit 1 to the proposed Amended Complaint, a copy of which is attached as Exhibit A hereto, are meaningless to Defendant and cannot be used by Defendant to identify the transfers or antecedent debt.

**The Failure to Identify Any Antecedent Debt**

2. Moreover, Plaintiffs completely failed to identify any antecedent debt, purchase order or invoice number for (i) an alleged September 6, 2005 transfer in the amount of \$2,697,252.98 and (ii) an alleged October 6, 2005 transfer in the amount of \$589,590.73. The Antecedent Debt, Purchase Order, Invoice Number column of Exhibit 1 for both of these transfers is, in fact, completely blank. Exhibit A.

3. The Court should deny Plaintiffs’ Motion as a result of its complete failure to identify antecedent debt for these two transfers and the complete failure to comply with the Court’s order.

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms will have the meanings ascribed to them in the Sur-Reply.

Conclusion

4. To assist the Court in assimilating the large volume of information presented by the defendants in each of the adversary proceedings, Defendant has attached a chart as Exhibit B hereto summarizing the objections specifically raised by Defendant and DPH Holdings' response thereto.

5. For the reasons set forth herein and in the Sur-Reply, Defendant requests that the Court deny the Plaintiffs' Motion for Leave to File a First Amended Complaint.

Respectfully submitted,

CLARK HILL PLC

*/s/ Joel D. Applebaum*

Joel D. Applebaum (*pro hac vice*)

Mahesh K. Nayak (*pro hac vice*)

151 South Old Woodward Avenue, Suite 200

Birmingham, Michigan 48009

(248) 642-9692

Attorneys for Defendant

Dated: June 14, 2011

**CERTIFICATE OF SERVICE**

I hereby certify that on the 14<sup>th</sup> day of June, 2011, a copy of the foregoing was electronically filed with the Clerk of the Court using the ECF system which will send notification of such filing to all counsel of record.

I further certify that on the 14<sup>th</sup> day of June, 2011, a copy of the foregoing was sent via Federal Express overnight delivery on the following:

DPH Holdings Corp. Attn: John Brooks 5725 Delphi Drive Troy, Michigan 48098	Butzel Long Attn: Donald Orlandoni 150 W. Jefferson Avenue Suite 100 Detroit, Michigan 48226
Butzel Long Attn: Eric Fisher 380 Madison Avenue, 22 <sup>nd</sup> Floor New York, New York 10017	Latham & Watkins Attn: Mark A. Broude/Robert J. Rosenberg 885 Third Avenue New York, New York 10022
Warner Stevens, L.L.P. Attn: Michael D. Warner 301 Commerce Street Suite 1700 Fort Worth, Texas 76102	Office of the U.S. Trustee Attn: Brian Masumoto 33 Whitehall Street, 21 <sup>st</sup> Floor New York, New York 10004
Barnes & Thornburg LLP Attn: D. Thome/K. Matsoukas One N. Wacker Drive Suite 4400 Chicago, IL 60606	Delphi Automotive Systems LLP Attn: S. Corcoran, K. Craft, D. Sherbin 5725 Delphi Drive Troy, Michigan 48098
Honigman Miller Schwartz and Cohn LLP Attn: F. Gorman/R. Weiss 2290 First National Building 660 Woodward Avenue Detroit, MI 48226-3583	Ruskin Moscou Faltischek PC Attn: J. Wurst 1425 RXR Plaza 15 <sup>th</sup> Floor Uniondale, NY 11556
Skadden Arps Slate Meagher & Flom LLP Attn: Ron Meisler 155 N. Wacker Drive Suite 2700 Chicago, IL 60606-1720	Weil, Gotshal & Manges LLP Attn: H. Miller/R. Lemons 767 Fifth Avenue New York, NY 10153

/s/ Joel D. Applebaum

Joel D. Applebaum  
Clark Hill PLC

I further certify that on the 14<sup>th</sup> day of June, 2011, a copy of the foregoing was sent via Federal Express overnight delivery upon the Honorable Robert D. Drain, U.S. Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601-4140.

/s/ Joel D. Applebaum

Joel D. Applebaum  
Clark Hill PLC

EXHIBIT A

Adversary Proceedings No.	Contracting Entity/Entity Transferring Funds/Receiving Funds	Change and Transferring Entity	Transfer Dates	Transferred Amounts	Amended/Last Purchase Order Number	Purchased Order Number	Invoice	Transferred To
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 845,794.20	D0550011476	PO	WIRE	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 43,255.50	D0550011477	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 92,885.40	D0550011478	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 168,963.30	D0550015472	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 150,258.24	D0550015473	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 123,058.82	D0550024179	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 408,677.72	D0550024181	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 187,110.33	D0550025690	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 47,458.08	D0550054222	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 52,596.40	D0550054225	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 44,873.92	D0550054230	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 87.05	D055005751	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 55,128.32	D0550065752	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 7,451.08	D0550065753	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 8,760.44	D0550072835	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 64,80	D0550085751	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	8/2/2005	\$ 8,291.20	D0550085752	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 371,715.00	D0550011476	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 14,447.10	D0550011477	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 54,815.78	D0550011478	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 83,123.82	D0550015472	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 65,876.58	D0550015473	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 75,863.32	D0550024179	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 231,038.24	D0550024181	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 88,563.40	D0550025690	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 44,821.32	D0550054232	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 86,861.81	D0550054235	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 117,208.00	D0550054239	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 91,576.96	D0550065752	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 19,153.92	D0550065753	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 51,197.40	D0550072835	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/2/2005	\$ 2,697,252.98	D0550072836	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/19/2005	\$ 6,591.40	D0550077663	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/19/2005	\$ 25,616.64	D0550077674	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/20/2005	\$ 89,211.60	D0550011476	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/20/2005	\$ 31,368.80	D0550015473	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/21/2005	\$ 15,513.90	D0550011478	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/21/2005	\$ 30,786.60	D0550015472	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/21/2005	\$ 15,684.90	D0550015473	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/21/2005	\$ 15,804.90	D0550024179	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/21/2005	\$ 91,542.60	D0550024181	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/21/2005	\$ 29,521.80	D0550025690	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/21/2005	\$ 9,887.10	D0550077663	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/22/2005	\$ 74,343.00	D0550011476	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/22/2005	\$ 8,668.26	D0550011477	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/22/2005	\$ 21,719.46	D0550011478	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/22/2005	\$ 15,804.90	D0550024179	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/22/2005	\$ 38,651.32	D0550024181	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/22/2005	\$ 16,478.50	D0550077663	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/22/2005	\$ 28,125.92	D0550077674	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/22/2005	\$ 2,102.64	D0550077675	PO	EFT	
07-02211	DOSHI PRETTI INTERNATIONAL	DAS LLC	9/22/2005	\$ 48,222.72	D0550079109	PO	EFT	

Adversary Protecting Transferee(s) No.	Contracting Entity	Object and Transferring Entity	Transferred Date	Transferred Amount	Antecedent Debt Order Number	Purchased Order Number	Purchase Order	Purchase Invoice	Transferee Invoice
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 74,343.00	D0550011476		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 34,419.66	D0550024181		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 22,414.56	D0550054852		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 2,102.64	D0550079107		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 24,111.36	D0550079109		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 6,591.40	D0550079117		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 89,211.60	D0550011476		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 5,778.84	D0550011477		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 27,925.02	D0550011478		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 30,786.60	D0550015472		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 22,126.86	D0550024179		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 45,771.30	D0550024181		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	9/26/2005	\$ 41,330.52	D0550025690		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/8/2005	\$ 72,498.50	D0550011476		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/8/2005	\$ 28,345.68	D0550015473		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/8/2005	\$ 89,894.82	D0550024181		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/8/2005	\$ 38,424.96	D0550065752		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 798,087.18	D0550011476		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 43,393.74	D0550011477		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 108,399.70	D0550011478		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 221,663.52	D0550015472		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 153,302.05	D0550015473		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 151,727.04	D0550024179		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 624,850.38	D0550024181		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 183,033.16	D0550025690		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 116,008.64	D0550054232		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 138,959.69	D0550054230		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 126,584.64	D0550054230		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 6,470.16	D0550055751		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 155,834.56	D0550065752		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 95,633.28	D0550072355		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 23,069.90	D0550077653		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 1,401.76	D0550077675		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 31,688.48	D0550079109		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/4/2005	\$ 12,823.60	D0550079117		PO	EFT	
07-02211	DOSHI PRE TTL INTERNATIONAL	DAS LLC	10/6/2005	\$ 569,590.73	WRE				

Total Amount of Claim = \$ 11,409,538.18

**EXHIBIT B**

CASE NO. 07-02211  
CAPTION: Delphi Corporation, et al. v. Doshi Pretti International

Global Issue	Objection Raised	DPH Holdings Response
<b>Twombly/Iqbal</b>	<b>Antecedent Debt</b>	
	<ul style="list-style-type: none"><li>None alleged</li></ul>	No facts pled as to when alleged antecedent debt was incurred.
	<ul style="list-style-type: none"><li>None alleged for certain transfers</li><li>Debt not owed by Plaintiff</li></ul>	No antecedent debt information provided for two transfers dated 9/6/05 and 10/6/05 in the aggregate amount of \$3,286,843.71.
	<ul style="list-style-type: none"><li>Meaningless description</li></ul>	"D Numbers" do not relate to shipments or transactions, and identification of D Numbers only violates Dismissal Order and Fed. R. Bankr. P. 7008.

Global Issue	Objection Raised	DPH Holdings Response
<ul style="list-style-type: none"> <li>• Other Issues</li> </ul>	<p>Defendant violated the Dismissal Order in failing to identify, for each transfer, (i) the identity of the transferor; (ii) the identity of the transferee, (iii) the identity of any known subsequent transferee, and (iv) the antecedent debt.</p>	<p>Plaintiff alleges the proposed Amended Complaint satisfies the Dismissal Order.</p>
	<p>Plaintiff's allegations that transfers are made "to or for the benefit" of a Defendant do not satisfy the specificity requirements of the Dismissal Order.</p>	<p>Plaintiff alleges the proposed Amended Complaint satisfies the Dismissal Order.</p>
	<p><b>Not more than Chapter 7</b></p>	
	<p><b>Insolvency</b></p>	<p>DAS fails to properly plead and cannot prove that DAS, the only Plaintiff named in the Proposed Amended Complaint, made transfers to Defendant when DAS was insolvent.</p>
		<p>DAS had \$2.6 billion net equity at time of filing; during first 2 years of its bankruptcy the Debtors represented and</p>

Global Issue	Objection Raised	DPH Holdings Response
	did file and confirm a plan proposing to pay unsecured creditors in full for allowed claims. Had the proposed Amended Complaint been timely filed, it would have been dismissed on solvency grounds.	
	<b>Failure to plead that Plaintiff was obligor</b>	
<b>Court Order Violation</b>		
Specific Allegation	Assumed Contract Cure Less than \$250,000 Foreign Defendant	Express Release
<b>Other Futility Arguments</b>	Defendant asserted the defense of laches. Plaintiff's intentional and deliberate concealment of the existence of the Complaint prejudiced Defendant because of (i) changes in ownership and control; (ii) loss of institutional	No response on this issue.

Global Issue	Objection Raised	DPI Holdings Response
	<b>Relationship Back for additional transfers raised in Amended Complaints</b>	<p>Alleged transfers in excess of \$2 million corresponding to “transfer date” of 10/4/05, more than the transfer previously pled on that date.</p> <p>Relation back not appropriate because Defendant was not put on notice in the original complaint that additional transfers would be pursued at a later date.</p>

Global Issue	Objection Raised	DPH Holdings Response
Other Arguments	Amendment to the Complaint would be futile because the Service Extension Orders must be set aside as the Defendant was deprived of Constitutional rights to due process. <sup>1</sup>	No response on this issue.
Transfers were cash in advance		
Other		

<sup>1</sup> Defendant has also filed the Motion and Brief of Defendant for Relief from Fourth Order Extending Time to Serve Complaint [Adv. Pro. Docket No. 31] requesting entry of an Order voiding the Fourth Extension Order because (a) such order was entered in error and (b) pursuant to Fed. R. Civ. P. 60(b)(1) Defendant should be excused from its failure to challenge entry of such order prior to its entry or to appeal timely the entry of such order. In response, the Reorganized Debtors filed Reorganized Debtors' Omnibus Response to Motions for Relief from Fourth Order Extending Time to Serve Complaint [Adv. Pro. Docket No. 39]. Reorganized Debtors' Omnibus Reply in Further Support of Motions for leave to File Amended Complaints does not address this issue.